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f is 0;

n is 0 and w is 2, or n is 1 and w is 1, or n is 2 and w is 0;

 $Y^2$  is oxygen or sulfur;

$R^1$  is hydrogen, -CN,  $-(CH_2)_qN(X^6)C(O)X^6$ ,  $-(CH_2)_qN(X^6)C(O)(CH_2)_rA^1$ ,  
 $-(CH_2)_qN(X^6)SO_2(CH_2)_rA^1$ ,  $-(CH_2)_qN(X^6)SO_2X^6$ ,  $-(CH_2)_qN(X^6)C(O)N(X^6)(CH_2)_rA^1$ ,  
 $-(CH_2)_qN(X^6)C(O)N(X^6)(X^6)$ ,  $-(CH_2)_qC(O)N(X^6)(X^6)$ ,  $-(CH_2)_qC(O)N(X^6)(CH_2)_rA^1$ ,  
 $-(CH_2)_qC(O)OX^6$ ,  $-(CH_2)_qC(O)O(CH_2)_rA^1$ ,  $-(CH_2)_qOX^6$ ,  $-(CH_2)_qOC(O)X^6$ ,  
 $-(CH_2)_qOC(O)(CH_2)_rA^1$ ,  $-(CH_2)_qOC(O)N(X^6)(CH_2)_rA^1$ ,  $-(CH_2)_qOC(O)N(X^6)(X^6)$ ,  
 $-(CH_2)_qC(O)X^6$ ,  $-(CH_2)_qC(O)(CH_2)_rA^1$ ,  $-(CH_2)_qN(X^6)C(O)OX^6$ ,  
 $-(CH_2)_qN(X^6)SO_2N(X^6)(X^6)$ ,  $-(CH_2)_qS(O)_mX^6$ ,  $-(CH_2)_qS(O)_m(CH_2)_rA^1$ ,  
 $-(C_1-C_{10})alkyl$ ,  $-(CH_2)_rA^1$ ,  $-(CH_2)_q-(C_3-C_7)cycloalkyl$ ,  $-(CH_2)_q-Y^1-(C_1-C_6)alkyl$ ,  
 $-(CH_2)_q-Y^1-(CH_2)_rA^1$  or  $-(CH_2)_q-Y^1-(CH_2)_r-(C_3-C_7)cycloalkyl$ ;

where the alkyl and cycloalkyl groups in the definition of  $R^1$  are optionally substituted

with  $(C_1-C_4)alkyl$ , hydroxyl,  $(C_1-C_4)alkoxy$ , carboxyl,  $-CONH_2$ ,

$-S(O)_m(C_1-C_6)alkyl$ ,  $-CO_2(C_1-C_4)alkyl$  ester, 1H-tetrazol-5-yl or 1, 2 or 3 fluoro;

$Y^1$  is O,  $S(O)_m$ ,  $-C(O)NX^6$ ,  $-CH=CH-$ ,  $-C\equiv C-$ ,  $-N(X^6)C(O)-$ ,  $-C(O)O-$ ,

$-OC(O)N(X^6)-$  or  $-OC(O)-$ ;

q is 0, 1, 2, 3 or 4;

t is 0, 1, 2 or 3;

said  $(CH_2)_q$  group and  $(CH_2)_r$  group may each be optionally substituted with hydroxyl,

$(C_1-C_4)alkoxy$ , carboxyl,  $-CONH_2$ ,  $-S(O)_m(C_1-C_6)alkyl$ ,

$-CO_2(C_1-C_4)alkyl$  ester, 1H-tetrazol-5-yl, 1, 2 or 3 fluoro, or 1 or 2  $(C_1-C_4)alkyl$ ;

$R^2$  is hydrogen,  $(C_1-C_8)alkyl$ ,  $-(C_0-C_3)alkyl-(C_3-C_8)cycloalkyl$ ,  $-(C_1-C_4)alkyl-A^1$  or  $A^1$ ;

where the alkyl groups and the cycloalkyl groups in the definition of  $R^2$  are

optionally substituted with hydroxyl,  $-C(O)OX^6$ ,  $-C(O)N(X^6)(X^6)$ ,

$-N(X^6)(X^6)$ ,  $-S(O)_m(C_1-C_6)alkyl$ ,  $-C(O)A^1$ ,  $-C(O)(X^6)$ ,  $CF_3$ , CN or 1, 2 or 3

halogen;

$R^3$  is  $A^1$ ,  $(C_1-C_{10})alkyl$ ,  $-(C_1-C_6)alkyl-A^1$ ,  $-(C_1-C_6)alkyl-(C_3-C_7)cycloalkyl$ ,

$-(C_1-C_5)alkyl-X^1-(C_1-C_5)alkyl$ ,  $-(C_1-C_5)alkyl-X^1-(C_0-C_5)alkyl-A^1$  or

$-(C_1-C_5)alkyl-X^1-(C_1-C_5)alkyl-(C_3-C_7)cycloalkyl$ ;

where the alkyl groups in the definition of  $R^3$  are optionally substituted with,

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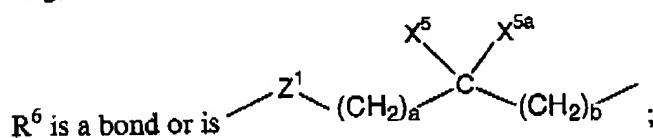
$-\text{S}(\text{O})_m(\text{C}_1\text{-C}_6)\text{alkyl}$ ,  $-\text{C}(\text{O})\text{OX}^3$ , 1, 2, 3, 4 or 5 halogens, or 1, 2 or 3  $\text{OX}^3$ ;

$\text{X}^1$  is O,  $\text{S}(\text{O})_m$ ,  $-\text{N}(\text{X}^2)\text{C}(\text{O})-$ ,  $-\text{C}(\text{O})\text{N}(\text{X}^2)-$ ,  $-\text{OC}(\text{O})-$ ,  $-\text{C}(\text{O})\text{O}-$ ,  $-\text{CX}^2=\text{CX}^2-$ ,

$-\text{N}(\text{X}^2)\text{C}(\text{O})\text{O}-$ ,  $-\text{OC}(\text{O})\text{N}(\text{X}^2)-$  or  $-\text{C}\equiv\text{C}-$ ;

$\text{R}^4$  is hydrogen,  $(\text{C}_1\text{-C}_6)\text{alkyl}$  or  $(\text{C}_3\text{-C}_7)\text{cycloalkyl}$ ;

$\text{X}^4$  is hydrogen or  $(\text{C}_1\text{-C}_6)\text{alkyl}$  or  $\text{X}^4$  is taken together with  $\text{R}^4$  and the nitrogen atom to which  $\text{X}^4$  is attached and the carbon atom to which  $\text{R}^4$  is attached and form a five to seven membered ring;



where a and b are independently 0, 1, 2 or 3;

$\text{X}^5$  and  $\text{X}^{5a}$  are each independently selected from the group consisting of hydrogen, trifluoromethyl,  $\text{A}^1$  and optionally substituted  $(\text{C}_1\text{-C}_6)\text{alkyl}$ ;

the optionally substituted  $(\text{C}_1\text{-C}_6)\text{alkyl}$  in the definition of  $\text{X}^5$  and  $\text{X}^{5a}$  is optionally substituted with a substituent selected from the group consisting of  $\text{A}^1$ ,  $\text{OX}^2$ ,  $-\text{S}(\text{O})_m(\text{C}_1\text{-C}_6)\text{alkyl}$ ,  $-\text{C}(\text{O})\text{OX}^2$ ,  $(\text{C}_3\text{-C}_7)\text{cycloalkyl}$ ,  $-\text{N}(\text{X}^2)(\text{X}^2)$  and  $-\text{C}(\text{O})\text{N}(\text{X}^2)(\text{X}^2)$ ;

$\text{R}^7$  and  $\text{R}^8$  are independently hydrogen or optionally substituted  $(\text{C}_1\text{-C}_6)\text{alkyl}$ ;

where the optionally substituted  $(\text{C}_1\text{-C}_6)\text{alkyl}$  in the definition of  $\text{R}^7$  and  $\text{R}^8$  is optionally independently substituted with  $\text{A}^1$ ,  $-\text{C}(\text{O})\text{O}-(\text{C}_1\text{-C}_6)\text{alkyl}$ ,

$-\text{S}(\text{O})_m(\text{C}_1\text{-C}_6)\text{alkyl}$ , 1 to 5 halogens, 1 to 3 hydroxy, 1 to 3  $-\text{O}-\text{C}(\text{O})-(\text{C}_1\text{-C}_{10})\text{alkyl}$  or 1 to 3  $(\text{C}_1\text{-C}_6)\text{alkoxy}$ ; or

$\text{R}^7$  and  $\text{R}^8$  can be taken together to form  $-(\text{CH}_2)_r\text{---L---}(\text{CH}_2)_r\text{---}$ ;

where L is  $\text{C}(\text{X}^2)(\text{X}^2)$ ,  $\text{S}(\text{O})_m$  or  $\text{N}(\text{X}^2)$ ;

$\text{A}^1$  in the definition of  $\text{R}^1$  is a partially saturated, fully saturated or fully unsaturated 4- to 8-membered ring optionally having 1 to 4 heteroatoms independently selected from the group consisting of oxygen, sulfur and nitrogen, a bicyclic ring system consisting of a partially saturated, fully unsaturated or fully saturated 5- or 6-membered ring, having 1 to 4 heteroatoms independently selected from the group consisting of nitrogen, sulfur and oxygen, fused to a partially saturated, fully saturated or fully unsaturated 5- or 6-membered ring, optionally having 1 to 4 heteroatoms independently selected from the group consisting of nitrogen, sulfur and oxygen;

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A<sup>1</sup> in the definition of R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup>, R<sup>7</sup> and R<sup>8</sup> is independently (C<sub>5</sub>-C<sub>7</sub>)cycloalkenyl, phenyl or a partially saturated, fully saturated or fully unsaturated 4- to 8- membered ring optionally having 1 to 4 heteroatoms independently selected from the group consisting of oxygen, sulfur and nitrogen, a bicyclic ring system consisting of a partially saturated, fully unsaturated or fully saturated 5- or 6- membered ring, optionally having 1 to 4 heteroatoms independently selected from the group consisting of nitrogen, sulfur and oxygen, fused to a partially saturated, fully saturated or fully unsaturated 5- or 6- membered ring, optionally having 1 to 4 heteroatoms independently selected from the group consisting of nitrogen, sulfur and oxygen;

A<sup>1</sup> for each occurrence is independently optionally substituted, in one or optionally both rings if A<sup>1</sup> is a bicyclic ring system, with up to three substituents, each substituent independently selected from the group consisting of F, Cl, Br, I, OCF<sub>3</sub>, OCF<sub>2</sub>H, CF<sub>3</sub>, CH<sub>3</sub>, OCH<sub>3</sub>, -OX<sup>6</sup>,

-C(O)N(X<sup>6</sup>)(X<sup>6</sup>), -C(O)OX<sup>6</sup>, oxo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, nitro, cyano, benzyl,

-S(O)<sub>m</sub>(C<sub>1</sub>-C<sub>6</sub>)alkyl, 1H-tetrazol-5-yl, phenyl, phenoxy, phenylalkyloxy, halophenyl, methylenedioxy, -N(X<sup>6</sup>)(X<sup>6</sup>), -N(X<sup>6</sup>)C(O)(X<sup>6</sup>), -SO<sub>2</sub>N(X<sup>6</sup>)(X<sup>6</sup>),

-N(X<sup>6</sup>)SO<sub>2</sub>-phenyl, -N(X<sup>6</sup>)SO<sub>2</sub>X<sup>6</sup>, -CONX<sup>11</sup>X<sup>12</sup>, -SO<sub>2</sub>NX<sup>11</sup>X<sup>12</sup>, -NX<sup>6</sup>SO<sub>2</sub>X<sup>12</sup>,

-NX<sup>6</sup>CONX<sup>11</sup>X<sup>12</sup>, -NX<sup>6</sup>SO<sub>2</sub>NX<sup>11</sup>X<sup>12</sup>, -NX<sup>6</sup>C(O)X<sup>12</sup>, imidazolyl, thiazolyl or tetrazolyl,

provided that if A<sup>1</sup> is optionally substituted with methylenedioxy then it can only be substituted with one methylenedioxy;

where X<sup>11</sup> is hydrogen or optionally substituted (C<sub>1</sub>-C<sub>6</sub>)alkyl;

the optionally substituted (C<sub>1</sub>-C<sub>6</sub>)alkyl defined for X<sup>11</sup> is optionally

independently substituted with phenyl, phenoxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl,

-S(O)<sub>m</sub>(C<sub>1</sub>-C<sub>6</sub>)alkyl 1 to 5 halogens, 1 to 3 hydroxy, 1 to 3 (C<sub>1</sub>-C<sub>10</sub>)alkanoyloxy or 1 to 3 (C<sub>1</sub>-C<sub>6</sub>)alkoxy;

X<sup>12</sup> is hydrogen, (C<sub>1</sub>-C<sub>6</sub>)alkyl, phenyl, thiazolyl, imidazolyl, furyl or thienyl,

provided that when X<sup>12</sup> is not hydrogen, X<sup>12</sup> is optionally substituted with one to three substituents independently selected from the group consisting of Cl, F, CH<sub>3</sub>, OCH<sub>3</sub>, OCF<sub>3</sub> and CF<sub>3</sub>;

or X<sup>11</sup> and X<sup>12</sup> are taken together to form -(CH<sub>2</sub>)<sub>r</sub>-L<sup>1</sup>-(CH<sub>2</sub>)<sub>r</sub>;

where L<sup>1</sup> is C(X<sup>2</sup>)(X<sup>2</sup>), O, S(O)<sub>m</sub> or N(X<sup>2</sup>);

r for each occurrence is independently 1, 2 or 3;